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- and -

MILBANK, TWEED, HADLEY & MCCLOY LLP  
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Gerard Uzzi (GU – 2297)

Attorneys for the Ad Hoc Group  
of Junior Secured Noteholders

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	Chapter 11
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Case No. 12-12020 (MG)
	)	
Debtors.	)	(Jointly Administered)
	)	

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**SUPPLEMENT TO AMENDED VERIFIED STATEMENT OF WHITE & CASE LLP  
AND MILBANK, TWEED, HADLEY & MCCLOY LLP PURSUANT TO FEDERAL  
RULE OF BANKRUPTCY PROCEDURE 2019**

In connection with the above-captioned chapter 11 cases (the “Chapter 11 Cases”) commenced by the debtors on May 14, 2012, White & Case LLP (“White & Case”) and Milbank, Tweed, Hadley & McCloy (“Milbank” and, together with White & Case, “Counsel”) hereby submit this supplement (the “Supplement”) to that certain *Amended Verified Statement if White & Case LLP and Milbank, Tweed, Hadley & McCloy LLP Pursuant to Federal Rule of Bankruptcy Procedure 2019, dated May 7, 2013* (Docket No. 3627) (the “Amended Statement”), filed in connection with Counsel’s representation of the Ad Hoc Group (the “Ad

Hoc Group") of holders of those certain 9.625% Junior Secured Guaranteed Notes due 2015 (the "Notes") issued by debtor Residential Capital, LLC pursuant to that certain Indenture dated June 6, 2008 and respectfully states as follows:

1. The Amended Statement was filed in response to the Debtors' assertions made only one day prior to a contested hearing that the Ad Hoc Group should not be heard because the Ad Hoc Group's existing 2019 Statement was not compliant. Although the Ad Hoc Group disputed that assertion, the Ad Hoc Group filed its Amended Statement on May 7, 2013 to render the issue moot. Given the untimeliness of the Debtors' assertions, a member of the Ad Hoc Group had not reported its holdings in time to be included in the Amended Statement. That member was suspended from further participation in the Ad Hoc Group pending reporting its holdings in this Supplement. In footnote 1 to the Amended Statement, Counsel reserved the right to file this Supplement.

2. Counsel files this Supplement for the limited purposes of (i) disclosing the holdings of that member, and (ii) to correct the holdings information disclosed in the Amended Statement for two other members. Exhibit A to this Supplement sets forth the corrected holdings information for the Ad Hoc Group. Exhibit B to this Supplement is a comparison with Exhibit A to the Amended Statement.

3. The Amended Statement is otherwise incorporated herein by reference.

4. The undersigned, who are partners of White & Case and Milbank, respectively, verify that the following is true and correct to the best of their knowledge.

Dated: May 17, 2013  
New York, New York

WHITE & CASE LLP

By: /s/ J. Christopher Shore  
J. Christopher Shore  
1155 Avenue of the Americas  
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- and -

MILBANK, TWEED, HADLEY & MCCLOY LLP

By: /s/ Gerard Uzzi  
Gerard Uzzi  
1 Chase Manhattan Plaza  
New York, New York 10005  
Telephone: (212) 530-5000  
Facsimile: (212) 530-5219

## SUPPLEMENTAL EXHIBIT A

(All information provided herein is as of May 2, 2013)

<u>NAME</u>	<u>ADDRESS</u>	<u>NATURE AND AMOUNT OF DISCLOSABLE ECONOMIC INTEREST</u>
Alliance Bernstein LP	1345 Avenue of the Americas New York, NY 10105 Attention: Mr. Michael Sohr	\$20,733,000 of Notes
Aurelius Capital Management, LP	535 Madison Avenue 22 <sup>nd</sup> Floor New York, NY 10022	\$238,656,000 of Notes  \$37,540,243 in current face amount of related RMBS Certificates
Davidson Kempner Capital Management LLC	65 East 55th Street, 20th Floor New York, NY 10022 Attention: Ms. Sara Tirschwell	\$191,000,000 of Notes  \$40,000,000 of 8.5% notes due 4/17/2013  \$137,646,143 in current face amount of related RMBS Certificates
Halcyon Loan Trading Fund LLC	477 Madison Avenue 8 <sup>th</sup> Floor New York, NY 10022 Attention: Mr. Pratik Desai	\$1,000,000 of Notes
Hudson Bay Capital	777 Third Avenue 30 <sup>th</sup> Floor New York, NY 10017 Attention: Mr. Michael Aikins	\$4,000,000 of Notes
Intermarket Corporation	1370 Avenue of the Americas New York, NY 10019 Attention: Jerome Noto	\$15,000,000 of Notes
KS Management Corp.	11 West 42 <sup>nd</sup> Street 30 <sup>th</sup> Floor New York, NY 10036 Attention: Mr. Giac Picco	\$1,200,000 of Notes

Loomis, Sayles & Company, L.P.	One Financial Center Boston, MA 02111 Attention: Ms. Diana Monteith	\$220,020,000 of Notes  \$1,260,000 of 8.5% notes due 4/17/2013  \$210,000 of 8.875% notes due 6/30/2015  \$95,000 of 8.5% notes due 6/1/2012  \$50,000 of 8.375% notes due 5/17/2013  \$200,000 of 9.875% notes due 7/1/2014  \$47,965,780 in current face amount of related RMBS Certificates
Marathon Asset Management, L.P.	One Bryant Park 38 <sup>th</sup> Floor New York, NY 10036 Attention: Mr. Daniel Pine	\$173,550,000 of Notes
Pentwater Capital Management LP	227 W Monroe Suite 4000 Chicago, IL 60606-5099 Attention: Mr. Arthur Kaz	\$24,172,000 of Notes  Short \$4,000,000 of 8.5% notes due 4/17/2013
Silver Point Capital LP	Two Greenwich Plaza Greenwich, CT 06830 Attention: Mr. Rich Parisi	\$30,485,000 of Notes
UBS AG	Region Americas Legal 677 Washington Boulevard Stamford, CT 06901 Attention: Mr. Kiye Sakai	\$39,382,000 of Notes

Venor Capital Management LP	7 Times Square Suite 3505 New York, NY 10036 Attention: Mr. Michael Scott	\$22,000,000 of Notes  \$11,000,000 of 8.5% notes due 4/17/2013  \$5,000,000 of 7.125% notes due 5/17/2012
Waterstone Capital Management, L.P.	2 Carlson Parkway, Suite 260 Plymouth, MN 55447 Attention: Mr. David Duback	\$20,000,000 of Notes
York Capital Management	767 Fifth Avenue 17th Floor New York, NY 10153 Attention: Ms. Jeanne Manischewitz	\$49,876,000 of Notes

## **EXHIBIT B**

(Redline comparison)

## EXHIBIT A

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